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SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

**UNITED STATES** Washington, D.C. 20549

SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 1

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY					
Prefix Serial					
DAT	E RECEI	VED			

	A. BASIC II	DENTIFICATION	I DATA	→ PR	
Type of Filing: [✔] New Filing [ ]A	mendment			· **	ESSE
Filing Under (Check box(es) that apply):	[ ] <u>Rule 504</u>	[ ] <u>Rule 505</u>	<b>⋈</b> Rule 506	[✔] Section 4(6)	[]ULOE
Bell Executive Center, L.L.C.			- Committee and the committee of the com		<del></del>
Name of Offering ([] check if this is a	n amendment and	d name has char	nged, and indicat	te change.)	
Name of Offering ([] check if this is a	n amendment and	d name has char	nged, and indicat	te change.)	

1. Enter the information requested about the issuer

Form D Name of Issuer (check if this is an amendment and name has changed, and indiciate change.) Bell Executive Center, L.L.C. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 6991 East Camelback Road, Suite C-250 480-874-2600 Scottsdale, AZ 85251 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) (Same as above) Brief Description of Business Purchaser, developer and seller of land Type of Business Organization other (please specify): [ ] corporation [ ] limited partnership, already formed [ ] business trust [ ] limited partnership, to be formed Limited Liability Company Month Year

# GENERAL INSTRUCTIONS

Actual or Estimated Date of Incorporation or Organization:

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

[0]7] [0]3]

CN for Canada; FN for other foreign jurisdiction)

✓ Actual [] Estimated

[A][Z]

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: [ ] Promoter   ✓ Beneficial	Owner [ ] Executive Officer [ ] Director [/] Manager
Full Name (Last name first, if individual) Emrine, LLC	
Business or Residence Address (Number and Street, C	City, State, Zip Code)
6991 East Camelback Road, Suite C-250	Scottsdale, AZ 85251
Check Box(es) that Apply: [ ] Promoter [✓] Beneficia	Owner [ ] Executive Officer [ ] Director [/] Manager
Full Name (Last name first, if individual)  R. Lund, Inc.	
Business or Residence Address (Number and Street, C	City, State, Zip Code)
6991 East Camelback Road, Suite C-250	Scottsdale, AZ 85251
Check Box(es) that Apply: [ ] Promoter   ✓ Beneficia	l Owner [ ] Executive Officer [ ] Director [✓] Manager
Full Name (Last name first, if individual)	
MDWilson, LLC	

Business or Residence Address (Number and Street, City, State, Zip Code)
6991 East Camelback Road, Suite C-250 Scottsdale, AZ 85251
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] Manager
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] Manager
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] Manager
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] Manager
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)
B. INFORMATION ABOUT OFFERING

	•
Form	n

1. Has	the issue	r sold, or	does the	e issuer i	ntend to s	ell, to no	n-accredit	ted invest	ors in this	offering?	Ye		o • ]
			An	swer als	o in Appe	ndix, Col	umn 2, if t	filing unde	r ULOE.		-		-
2. Wha	t is the m	iinimum i	nvestmei	nt that wi	ll be acce	pted from	any indi	vidual?	• • • • • • • • • • • • • • • • • • • •	•••	\$_	50,00	00
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Full Name (Last name first, if individual)

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## Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

N/A	Type of Security	Dollar Amount
Type of offering	. , , , , , , , , , , , , , , , , , , ,	Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		_ \$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	[	]\$
Printing and Engraving Costs	[	]\$
Legal Fees	[	]\$
Accounting Fees	[	]\$
Engineering Fees	[	]\$
Sales Commissions (specify finders' fees separately)	[	]\$
Other Expenses (identify) Filing fees, administration fees, contingency fees and misc.	[	]\$55,000
Total	[	]\$55,000
b. Enter the difference between the aggregate offering price given in response to Par and total expenses furnished in response to Part C - Question 4.a. This difference is gross proceeds to the issuer."		\$_1,620,000
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.		
	Payments to	0
	Officers,	
	Directors, &	•
Option and free	Affiliates	Others
Salaries and fees	[]\$	
Purchase of real estate	[]\$	[]\$
Purchase, rental or leasing and installation of machinery	[]\$	[]\$

[]\$\_\_\_\_[]\$\_\_\_\_

and equipment .....

Construction or leasing of plant buildings and facilities......

Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer	[]\$[]\$
pursuant to a merger)	
Working capital	[]\$[]\$
Other (specify): contribution to real estate project	
- <del></del>	
Column Totals	[]\$[]\$_1,620,000
Column Totals  Total Payments Listed (column totals added)	
D. FEDERAL S	SIGNATURE
he issuer has duly caused this notice to be signed by the un nder <u>Rule 505</u> , the following signature constitutes an underta xchange Commission, upon written request of its staff, the in evestor pursuant to paragraph (b)(2) of <u>Rule 502</u> .	aking by the issuer to furnish to the U.S. Securities and
ssuer (Print or Type)	Signature Date
Bell Executive Center, L.L.C.	gm/het 4/15/04
Name of Signer (Print or Type)	Title of Signer (Print or Type)
Eric M. Rinestone	100% Member of the Manager Emrine LLC
ATTEN	ITION
Intentional misstatements or omissions of fact col	·
E. STATE S	IGNATURE
1. In any party departhed in 17 CER 200 200 mass and south	at to any of the diagnalification provisions of such Verb
1. Is any party described in 17 CFR 230.262 presently subject rule?	[] <b>V</b>
See Appendix, Column	i 5, for state response.